

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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CASTLERIGG MASTER INVESTMENTS LTD.,	:
	:
Plaintiff,	:
	:
v.	:
	:
APOLLO RESOURCES INTERNATIONAL, INC.,	:
	:
Defendant.	:
-----X	

Civ. Action No.: 07 CIV 6385 (SAS)

DECLARATION OF ALAN R. GLICKMAN

I, Alan R. Glickman, do declare as follows:

1. I am a member of Schulte Roth & Zabel LLP, attorneys for Plaintiff Castlerigg Master Investments Ltd. ("Castlerigg"), and submit this Declaration in support of Plaintiff's Application For A Temporary Restraining Order And A Preliminary Injunction.
2. A true and correct copy of the Complaint filed in this action without its exhibits is annexed hereto as Exhibit A.
3. True and correct copies of relevant portions of the Senior Secured Convertible Note issued by Apollo Resources International, Inc. ("Apollo") to Castlerigg on December 29, 2006 are annexed hereto as Exhibit B.
4. True and correct copies of relevant portions of the Securities Purchase Agreement entered into between Castlerigg and Apollo dated as of July 25, 2006, are annexed hereto as Exhibit C.
5. True and correct copies of relevant portions of the Registration Rights Agreement entered into between Castlerigg and Apollo dated as of July 25, 2006, are annexed hereto as Exhibit D.

6. True and correct copies of relevant portions of the Amendment Agreement entered into between Castlerigg and Apollo dated as of December 29, 2006, are annexed hereto as Exhibit E.

7. A true and correct copy of the May 11, 2007 Event of Default Redemption Notice sent by Castlerigg to Apollo is annexed hereto as Exhibit F.

8. True and correct copies of the relevant portions of the Form 8-K filed by Apollo with the SEC on June 26, 2007, are annexed hereto as Exhibit G.

9. True and correct copies of the relevant portions of the Purchase and Sale Agreement entered into among Apollo, Mountain States Petroleum Company and BC&D Oil and Gas Corporation and Imperial Petroleum, Inc. are annexed hereto as Exhibit H.

10. True and correct copies of the relevant portions of the Rule 13E-3 Transaction Statement pursuant to Section 13(e) of the Securities Exchange Act of 1934 (the "1934 Act") filed by Apollo with the SEC on May 18, 2007, are annexed hereto as Exhibit I.

11. True and correct copies of the relevant portions of the preliminary Information Statement pursuant to Section 14(c) of the 1934 Act filed by Apollo with the SEC on May 18, 2007, are annexed hereto as Exhibit J.

12. True and correct copies of the relevant portions of the definitive Information Statement pursuant to Section 14(c) of the Securities Exchange Act of the 1934 Act filed by Apollo with the SEC on May 29, 2007, are annexed hereto as Exhibit K.

13. True and correct copies of the relevant portions of the Form 8-K filed by Apollo with the SEC on June 20, 2007, are annexed hereto as Exhibit L.


14. True and correct copies of the relevant portions of the Form 8-K filed by Apollo with the SEC and dated May 4, 2007, are annexed hereto as Exhibit M.

15. A true and correct copy of Exhibit 10.1 to the Form 8-K filed by Apollo with the SEC and dated May 4, 2007, which is a redacted letter dated April 18, 2007 from J. Mark Ariail to Apollo's Board of Directors, is annexed hereto as Exhibit N.

16. A true and correct copy of Section 27(s) of the Note is annexed hereto as Exhibit O.

17. I declare under penalty of perjury that the foregoing is true and correct.

Executed on July 30, 2007


Alan R. Glickman

No prior application for this relief has been sought. *pus*